

Fill in this information to identify the case

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (If known): _____ Chapter 11

Check if this is an
amended filing

Official Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Breitburn Energy Partners LP</u>			
2. All other names debtor used in the last 8 years	<u>BreitBurn Energy Partners L.P.</u>			
Include any assumed names, trade names, and <i>doing business as</i> names				
3. Debtor's federal Employer Identification Number (EIN)	<u>74-3169953</u>			
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business		
<u>707 Wilshire Boulevard, Suite 4600</u>		<u>Number</u>	<u>Street</u>	
<u>Los Angeles</u>	<u>CA</u>	<u>90017</u>		
<u>City</u>	<u>State</u>	<u>ZIP Code</u>	<u>P.O. Box</u>	
<u>Los Angeles</u>		<u>City</u>	<u>State</u>	<u>ZIP Code</u>
5. Debtor's website (URL)	<u>www.breitburn.com</u>			
6. Type of debtor	<input type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input checked="" type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____			

7. Describe debtor's business*A. Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

- Tax- entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- Chapter 7
 Chapter 9
 Chapter 11. *Check all that apply:*

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No Yes District _____ When _____ Case number _____

MM / DD / YYYY

District _____ When _____ Case number _____

MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No Yes Debtor See attached Schedule 1 Relationship _____

District _____ When _____

List all cases. If more than 1, attach a separate list.

Case number, if known _____ MM / DD / YYYY

11. Why is the case filed in this district?*Check all that apply:*

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- It needs to be physically secured or protected from the weather.

- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

 Other _____**Where is the property?**

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured? No Yes. Insurance agency _____

Contact Name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- 1-49
 50-99
 100-199
 200-999

- 1,000-5,000
 5,001-10,000
 10,001-25,000

- 25,001-50,000
 50,001-100,000
 More than 100,000

15. Estimated assets

- \$0-\$50,000
 \$50,001-\$100,000
 \$100,001-\$500,000
 \$500,001-\$1 million

- \$1,000,001-\$10 million
 \$10,000,001-\$50 million
 \$50,000,001-\$100 million
 \$100,000,001-\$500 million

- \$500,000,001-\$1 billion
 \$1,000,000,001-\$10 billion
 \$10,000,000,001-\$50 billion
 More than \$50 billion

16. Estimated liabilities

- \$0-\$50,000
 \$50,001-\$100,000
 \$100,001-\$500,000
 \$500,001-\$1 million

- \$1,000,001-\$10 million
 \$10,000,001-\$50 million
 \$50,000,001-\$100 million
 \$100,000,001-\$500 million

- \$500,000,001-\$1 billion
 \$1,000,000,001-\$10 billion
 \$10,000,000,001-\$50 billion
 More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 15, 2016
MM / DD / YYYY



/s/ James G. Jackson

Signature of authorized representative of debtor

James G. Jackson

Printed name

Executive Vice President and Chief Financial Officer

Title

18. Signature of attorney

/s/ Ray C. Schrock, P.C.

Signature of attorney for debtor

Date May 15, 2016

MM / DD / YYYY

Ray C. Schrock, P.C., Stephen Karotkin

Printed Name

Weil, Gotshal & Manges LLP

Firm Name

767 Fifth Avenue

Number Street

New York

City

NY

State

10153

ZIP Code

(212) 310-8000

Contact phone

ray.schrock@weil.com; stephen.karotkin@weil.com

Email address

4860631 / 1540046

Bar Number

New York

State

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

COMPANY	CASE NUMBER	DATE FILED	DISTRICT	JUDGE
Breitburn Operating LP	16-_____()	May 15, 2016	New York	Pending
Breitburn Energy Partners LP	16-_____()	May 15, 2016	New York	Pending
Breitburn Management Company LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Operating GP LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Finance Corporation	16-_____()	May 15, 2016	New York	Pending
Breitburn GP LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Sawtelle LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Oklahoma LLC	16-_____()	May 15, 2016	New York	Pending
Phoenix Production Company	16-_____()	May 15, 2016	New York	Pending
QR Energy, LP	16-_____()	May 15, 2016	New York	Pending
QRE GP, LLC	16-_____()	May 15, 2016	New York	Pending
QRE Operating, LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Transpetco LP LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Transpetco GP LLC	16-_____()	May 15, 2016	New York	Pending
Transpetco Pipeline Company, L.P.	16-_____()	May 15, 2016	New York	Pending
Terra Energy Company LLC	16-_____()	May 15, 2016	New York	Pending
Terra Pipeline Company LLC	16-_____()	May 15, 2016	New York	Pending
Breitburn Florida LLC	16-_____()	May 15, 2016	New York	Pending
Mercury Michigan Company, LLC	16-_____()	May 15, 2016	New York	Pending
Beaver Creek Pipeline, L.L.C.	16-_____()	May 15, 2016	New York	Pending
GTG Pipeline LLC	16-_____()	May 15, 2016	New York	Pending
Alamitos Company	16-_____()	May 15, 2016	New York	Pending

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**BREITBURN ENERGY
PARTNERS LP, et al.,**

Debtors.

Chapter 11

Case No. 16-_____ (____)

(Joint Administration Pending)

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-33055.

2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2016.

a. Total assets approx. \$4,715,386,000

b. Total debts (including debts listed in 2.c., below) approx. \$3,412,503,000

c. Debt securities held by more than 500 holders

Approximate
number of holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock: Series A: 8,000,000, Series B: 49,649,691

e. Number of shares common stock 213,789,296

Comments, if any: _____

3. Brief description of debtor's business: Breitburn Energy Partners LP and its wholly-owned direct and indirect subsidiaries are an independent oil and gas partnership engaged in the acquisition, exploitation and development of properties in the United States that bear oil, natural gas, and "NGL," a combination of ethane, propane, butane and natural gasolines that when removed from natural gas become liquid under various levels of higher pressure and lower temperature.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: EIG Redwood Equity Aggregator LP

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
BREITBURN GP LLC
THE GENERAL PARTNER OF
BREITBURN ENERGY PARTNERS LP**

Effective as of this 15th day of May, 2016, pursuant to a special meeting on the same date, the members constituting at least a majority of the votes of a quorum of the Board of Directors (the “**Board**”) of Breitburn GP LLC (the “**General Partner**”), the general partner of Breitburn Energy Partners LP (the “**Partnership**”), a Delaware limited partnership, upon a motion duly made and seconded and acting pursuant to the Partnership’s and the General Partner’s organizational documents, took the following actions and adopted the following resolutions:

WHEREAS, the Board has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Partnership and the General Partner regarding the liabilities and liquidity of the Partnership and the General Partner, the strategic alternatives available to them and the impact of the foregoing on the Partnership’s and the General Partner’s business;

WHEREAS, the Board has had the opportunity to consult with the management and the legal and financial advisors of the Partnership and the General Partner to fully consider each of the strategic alternatives available to the Partnership and the General Partner; and

WHEREAS, the Board desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined, after consultation with the management and the legal and financial advisors of the Partnership and the General Partner, that it is desirable and in the best interests of the Partnership and the General Partner, its creditors, and other parties in interest that petitions be filed by each of the Partnership and the General Partner seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and be it further

RESOLVED, that any officer of the General Partner (each, an “**Authorized Officer**”) in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Partnership and the General Partner, and under its seal or otherwise, all petitions, schedules, motions, lists, applications, pleadings, and other papers in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with each of the Partnership’s and the General Partner’s chapter 11 cases (each, a “**Chapter 11 Case**”), including, without limitation, negotiating, executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with the transactions and professional retentions set

forth in this resolution, with a view to the successful prosecution of each Chapter 11 Case; and be it further

II. Debtor-in-Possession Financing

RESOLVED, that in connection with each Chapter 11 Case, it is in the best interests of the Partnership and the General Partner that Breitburn Operating LP (the “**Borrower**”) engages in, and from which the Partnership and the General Partner will obtain benefits, that certain superpriority secured debtor-in-possession credit facility in an aggregate principal amount of up to \$150,000,000 to be evidenced by that certain Debtor-in-Possession Credit Agreement, to be entered into by and among the Borrower, the Partnership, the lenders from time to time party thereto (the “**Lenders**”), and Wells Fargo Bank, National Association as administrative agent (in such capacity, including any successor thereto, the “**Agent**”) and as collateral agent (in such capacity, including any successor thereto, the “**Collateral Agent**”) for the Lenders (together with the exhibits and schedules annexed thereto, the “**DIP Credit Agreement**”) (capitalized terms used in this section with respect to debtor-in-possession financing and not otherwise defined herein shall have the meanings ascribed to such terms in the DIP Credit Agreement); in each case subject to approval by the Bankruptcy Court, which is necessary and appropriate to the conduct, promotion and attainment of the business of the Partnership and the General Partner (the “**Debtor-in-Possession Financing**”); and be it further

RESOLVED, that the form, terms and provisions of each of (i) the DIP Credit Agreement, including the provision of guaranty by the Partnership and/or the General Partner to support the loans under the DIP Credit Agreement, substantially in the form presented to the Board, (ii) the Guarantees (as defined in the DIP Credit Agreement) and (iii) any and all of the other agreements, including, without limitation, any guarantee and security agreement, certificates, documents and instruments authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the Debtor-in-Possession Financing (together with the DIP Credit Agreement, collectively, the “**DIP Financing Documents**”) and the Partnership and the General Partner’s performance of its obligations thereunder, including the guarantees contemplated thereunder, are hereby, in all respects confirmed, ratified and approved; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Partnership and/or the General Partner, to cause the Partnership and the General Partner to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the DIP Financing Documents to which it is a party, in the name and on behalf of the Partnership and/or the General Partner under its seal or otherwise, and such other documents, agreements, instruments and certificates as may be required by the Agent or required by the DIP Credit Agreement and any other DIP Financing Documents; and be it further

RESOLVED, that each of the Partnership and the General Partner be, and hereby is, authorized to undertake any and all related transactions contemplated under the DIP Financing Documents including the granting of security or guaranty thereunder (collectively, the “**DIP Financing Transactions**”); and be it further

RESOLVED, that the Partnership, the General Partner and any Authorized Officer, in the name and on behalf of the Partnership and/or the General Partner, are hereby authorized, empowered and directed to execute, deliver and grant a guarantee and security interests in, and liens on, any and all property of the Partnership and the General Partner as collateral pursuant to the DIP Financing Documents to support and secure all of the obligations and liabilities of the Partnership and the General Partner thereunder to the Lenders and the Agent, and to authorize, execute, verify, file and/or deliver to the Agent, on behalf of the Partnership and/or the General Partner, all agreements, documents and instruments required by the Lenders in connection with the foregoing; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Partnership and/or the General Partner, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Financing Documents, which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable to perform the Partnership and the General Partner's obligations under or in connection with the DIP Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Partnership and/or the General Partner, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement and/or any of the DIP Financing Documents which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable; and be it further

III. Retention of Advisors

RESOLVED, that the firm of Alvarez and Marsal North America, LLC, located at 600 Madison Avenue, 8th Floor, New York, NY 10022, is hereby retained as financial advisor for the Partnership and the General Partner in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Lazard Frères & Co. LLC, located at 30 Rockefeller Plaza #5440, New York, NY 10020, is hereby retained as investment banker for the Partnership and the General Partner in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, NY 10153, is hereby retained as attorneys for the Partnership and the General Partner in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

IV. General Authorization and Ratification

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Partnership and the General Partner, to cause the Partnership and the General Partner to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals

or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Chapter 11 Case; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Partnership and the General Partner in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and be it further

RESOLVED, that, to the extent the General Partner or Partnership serves as (i) the sole member, (ii) general partner, (iii) manager, (iv) managing member, (v) member, or (vi) other governing body (collectively, a "Controlling Company"), in each case, of any subsidiary or affiliate of the General Partner or Partnership (a "Controlled Company"), each Authorized Officer, any one of whom may act without the joinder of any of the others, is hereby authorized, empowered and directed in the name and on behalf of such Controlling Company (acting for such Controlled Company in the capacity set forth above), to (i) authorize such Controlled Company to take any action that the General Partner and/or Partnership is authorized to take hereunder and/or (ii) take all of the actions on behalf of such Controlled Company that an Authorized Officer is herein authorized to take on behalf of the Partnership, General Partner or such Controlling Company.

CERTIFICATE OF RESOLUTIONS

May 15, 2016

The undersigned, James G. Jackson, an Authorized Officer of each of the following (each a “**Company**” and, collectively, the “**Companies**”):

- A. Breitburn Energy Partners LP; Breitburn Operating LP; QR Energy, LP; and Transpetco Pipeline Company, LP, each a Delaware limited partnership;
- B. Breitburn Florida LLC; Breitburn GP, LLC; Breitburn Management Company LLC; Breitburn Oklahoma LLC; Breitburn Operating GP LLC; Breitburn Sawtelle LLC; Breitburn Transpetco GP LLC; Breitburn Transpetco LP LLC; QRE GP, LLC; and QRE Operating, LLC, each a Delaware limited liability company;
- C. Breitburn Finance Corporation, a Delaware corporation;
- D. Beaver Creek Pipeline, L.L.C.; Mercury Michigan Company, LLC; Terra Energy Company LLC; and Terra Pipeline Company LLC, each a Michigan limited liability company;
- E. Phoenix Production Company, a Wyoming corporation;
- F. Alamitos Company, a California corporation; and
- G. GTG Pipeline LLC, a Virginia limited liability company.

hereby certifies as follows:

- A. I am a duly qualified and elected officer of each of the Companies and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies;
- B. Attached hereto is a true, complete and correct copy of the Resolutions and/or Written Consents adopted by the Board of Directors, the General Partner, the Member, the Manager, or the Board of Managers, as applicable, duly adopted in accordance with each Company’s bylaws, limited liability company agreement, limited partnership agreement or other organizational documents, as applicable; and
- C. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions relating to the matters set forth in the resolutions attached hereto.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.

By: /s/ James G. Jackson
Name: James G. Jackson
Title: Executive Vice President and Chief
Financial Officer, Breitburn GP LLC

Debtor Breitburn Energy Partners LP

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Case number (if known)

Name

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	PIPECO SERVICES LP DBA PIPECO SERVICES 20465 STATE HWY 249 SUITE 200 HOUSTON, TX 77070	STEVE TAIT EMAIL - STAIT@PIPECO.COM PHONE - 281-955-3500 FAX - 281-955-3525	Trade Debt	Contingent			\$336,952
8	MCVAY DRILLING COMPANY 401 EAST BENDER PO BOX 2450 HOBBS, NM 88241	PHONE - 575-397-3311 FAX - 575-393-7455	Trade Debt	Contingent			\$330,268
9	ARCHROCK PARTNERS 16666 NORTHCHASE DRIVE HOUSTON, TX 77060	D. BRADLEY CHILDERS PHONE - 281-836-8000 FAX - 281-248-4388	Trade Debt	Contingent			\$197,105
10	COMPRESSCO PARTNERS L.P. 3809 SOUTH FM 1788 MIDLAND, TX 79706	TIMOTHY A. KNOX PHONE - 432-563-1170 FAX - 432-561-9732	Trade Debt	Contingent			\$148,750
11	XTO ENERGY INC 810 HOUSTON ST. FORT WORTH, TX 76102-6298	RANDY J. CLEVELAND PHONE - 817-870-2800 FAX - 817-870-1671	Trade Debt				\$148,689
12	OIL WELL SERVICE COMPANY 10840 NORWALK BLVD SANTA FE SPRINGS, CA 90670	PHONE - 562-595-4501 FAX - 562-325-8919	Trade Debt	Contingent			\$136,355
13	CUDD PRESSURE CONTROL INC 15015 VICKERY DRIVE HOUSTON, TX 77032	RAY SALIBA PHONE - 832-295-5555 FAX - 832-295-4555	Trade Debt				\$126,100
14	BASIC ENERGY SERVICES LP 801 CHERRY STREET SUITE 2100, UNIT #21 FORT WORTH, TX 76102	T. M. "ROE" PATTERSON EMAIL - INFO@BASICENERGYSERVICES.COM PHONE - 817-334-4100 FAX - 817-334-4101	Trade Debt	Contingent			\$125,375
15	C & J SPEC RENT SERVICES INC 3990 ROGERDALE HOUSTON, TX 77042	RANDY McMULLEN, JR. PHONE - 713-325-6000 FAX - 713-325-5933	Trade Debt				\$122,621
16	TRANSMONTAIGNE PARTNERS LP 1670 BRODWAY SUITE 3100 DENVER, CO 80202	FREDERICK W. BOUTIN EMAIL - FBOUTIN@TRANSMONTAIGNE.COM PHONE - 303-626-8200 FAX - 303-626-8228	Trade Debt	Contingent			\$109,500
17	BADGER FISHING AND RENTAL LLC 1618 E. CARDWELL ST. BROWNFIELD, TX 79316	CHANCE POTTER PHONE - 806-893-0523	Trade Debt	Contingent			\$105,818
18	TOTAL ENERGY SERVICES 100 NORTH FREEWAY SUITE 100 CONROE, TX 77301	L.D. (DAVE) SIMON IV EMAIL - DSIMON@TOTALENERGYSERVICES.US PHONE - 936-756-8900 FAX - 936-756-1900	Trade Debt	Contingent			\$105,611
19	FREDA'S TRUCKING SERVICE, LLC 3404 CR B-3300 LENORAH, TX 79749	JOSHUA L ALLEN EMAIL - FREDASTRUCKINGSERVICE@YAHOO.COM PHONE: 432-459-2374 FAX - 432-459-2374	Trade Debt	Contingent			\$103,965

Debtor

Breitburn Energy Partners LP

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Case number (if known)

Name

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
20	GESCH CONTRACTING INC 1301 S COUNTY ROAD 1082 MIDLAND, TX 79706	PHONE - 432-218-9849 FAX - 432-686-2616	Trade Debt				\$100,709

Fill in this information to identify the case and this filing:

Debtor Name Breitburn Energy Partners LP

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: May 15, 2016
MM/DD/YYYY

x

/s/ James G. Jackson

Signature of individual signing on behalf of debtor

James G. Jackson

Printed name

Executive Vice President and Chief Financial Officer

Position or relationship to debtor